

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

---

In re:	)	Chapter 11
JOANN INC., et al. <sup>1</sup>	)	Case No. 25-10068 (CTG)
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket Nos. 446, 480, 486, 493</b>

---

**NOTICE OF DEBTORS' REVISED PROPOSED ORDER**

**(A) APPROVING AND AUTHORIZING SALE OF THE  
DEBTORS' ASSETS, FREE AND CLEAR OF ALL LIENS, CLAIMS,  
ENCUMBRANCES, AND OTHER INTERESTS, (B) APPROVING  
THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY  
CONTRACTS AND UNEXPIRED LEASES, AND (C) GRANTING RELATED RELIEF**

---

**PLEASE TAKE NOTICE** that, on February 22, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Notice of Winning Bidder for Certain of the Debtors’ Assets* [Docket No. 480] (the “Notice of Winning Bidder”),<sup>2</sup> designating GA Joann Retail Partnership, LLC, a subsidiary of GA Group, a provider of asset disposition, valuation, appraisal, and real estate services, together with Wilmington Savings Fund Society, FSB, in its capacity as Prepetition Term Loan Agent, as the Winning Bidder in connection with for the sale of the Debtors’ Assets.

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors’ mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

<sup>2</sup> Capitalized terms used but not defined herein have the meanings given to them in the Notice of Winning Bidder or the *Order (I) Approving Bidding Procedures, (II) Scheduling Certain Dates and Deadlines with Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Stalking Horse Agreement, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief* [Docket No. 446], as applicable.

**PLEASE TAKE FURTHER NOTICE** that, on February 24, 2025, the Debtors filed the *Notice of Winning Bidder Agency Agreement* [Docket No. 486] (the “Agency Agreement”).

**PLEASE TAKE FURTHER NOTICE** that, on February 25, 2025, the Debtors filed the *Notice of Debtors’ Proposed Order (A) Approving and Authorizing Sale of the Debtors’ Assets, Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief* [Docket No. 493] (the “Proposed Sale Order”).

**PLEASE TAKE FURTHER NOTICE** that attached hereto as Exhibit 1 is the revised Proposed Sale Order (the “Revised Proposed Sale Order”). The Debtors reserve the right to modify such Revised Proposed Sale Order prior to the Sale Hearing.

**PLEASE TAKE FURTHER NOTICE** that attached hereto as Exhibit 2 is the redline of Revised Proposed Sale Order against the Proposed Sale Order.

**PLEASE TAKE FURTHER NOTICE** that that the Debtors ARE NOT requesting relief to assume or assume and assign any Contracts or Leases. The Debtors will seek relief under a separate motion to establish Designation Rights Procedures in a form acceptable to the Purchaser.

**PLEASE TAKE FURTHER NOTICE** that the Debtors will seek approval of the sale of the Debtors’ Assets under the Agency Agreement to the Winning Bidder at the Sale Hearing scheduled to commence on February 26, 2025, at 2:00 p.m. (prevailing Eastern Time) before The Honorable Craig T. Goldblatt, United States Bankruptcy Judge for the District of Delaware, at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Courtroom No. 7, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE** that you may obtain additional information concerning the above-captioned chapter 11 cases at the website maintained in these chapter 11 cases at: <https://cases.ra.kroll.com/JOANN2025>.

Dated: February 26, 2025  
Wilmington, Delaware

*/s/ Patrick J. Reilley*

---

**COLE SCHOTZ P.C.**

Patrick J. Reilley (No. 4451)  
Stacy L. Newman (No. 5044)  
Michael E. Fitzpatrick (No. 6797)  
Jack M. Dougherty (No. 6784)  
500 Delaware Avenue, Suite 1410  
Wilmington, Delaware 19801  
Telephone: (302) 652-3131  
Facsimile: (302) 652-3117  
Email: preilley@coleschotz.com  
snewman@coleschotz.com  
mfitzpatrick@coleschotz.com  
jdougherty@coleschotz.com

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**  
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)  
Aparna Yenamandra, P.C. (admitted *pro hac vice*)  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: joshua.sussberg@kirkland.com  
aparna.yenamandra@kirkland.com

- and -

Anup Sathy, P.C. (admitted *pro hac vice*)  
Jeffrey Michalik (admitted *pro hac vice*)  
Lindsey Blumenthal (admitted *pro hac vice*)  
333 West Wolf Point Plaza  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: anup.sathy@kirkland.com  
jeff.michalik@kirkland.com  
lindsey.blumenthal@kirkland.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*